

**Central Virginia  
Workforce Development Board**

**BYLAWS**

**Central Virginia Workforce Development Board  
828 Main Street, 12<sup>th</sup> Floor  
Lynchburg, VA 24504  
Phone: (434) 845-3491**

**Adopted: July 15, 2019**

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**ARTICLE I**  
**NAME, MISSION AND AUTHORITY**

These By-Laws are established by the Central Virginia Workforce Development Board, hereinafter referred to in these bylaws as the Board. The Board and its authority to operate shall conform to the provisions of Public Law 113-128, Workforce Innovation and Opportunity Act (WIOA) of 2014, and to all federal and state guidelines for the Act. It shall also conform to any grant requirements for any other funding source.

**ARTICLE II**  
**SERVICE AREA AND PRINCIPAL OFFICE**

The Board shall serve the counties of Amherst, Appomattox, Bedford, Campbell, and the city of Lynchburg. The principal office of the Board shall be in a location designated by the Board, within the jurisdictions served by the Board.

**ARTICLE III**  
**PURPOSE AND DUTIES**

It is the vision of the Board to build a customer-focused workforce system that supports regional prosperity through efficiently developing the talents of individuals to meet the needs of our region's employers. It is the mission of the Board to provide the primary connection between our two customers—businesses and jobseekers—ensuring demand is met with a highly qualified supply of applicants. This includes a thorough analysis of the effectiveness of employment, training, education, and social services institutions, programs and policies. The Board is responsible for the strategic planning of employment, training, and educational-related programs and services, and will provide leadership regarding workforce issues and serve as the regional convener where all planning, coordination, labor market assessment, and customer service needs will be addressed. Although its principal funding source is the Workforce Innovation and Opportunity Act, additional grant funds to provide employment training opportunities for clients in its service area will also be sought from the Department of Labor and other funding sources.

**ARTICLE IV**  
**MEMBERSHIP**

Section 1. Appointment of Members

The Central Virginia Workforce Area Council, hereinafter referred to as the "Council", appoints members to the Board, in accordance with WIOA, Section 107. Diversity considerations should be given when appointing members to the local Board to ensure racial, ethnic, and cultural diversity, as well as the diversity of individuals with disabilities from labor markets within the local Workforce Development Area. Nomination and selection of members shall be in accordance with the provisions of Section 107 of the Workforce Innovation and Opportunity Act of 2014. Membership shall include at least one representative of the following:

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- (A) Economic and Community Development Entities;
  - (B) Department of Aging and Rehabilitative Services administering activities under WIOA Title IV;
  - (C) Eligible providers administering adult education and literacy activities under WIOA Title II
  - (D) School Division Career and Technical Education program;
  - (E) Community Colleges;
  - (F) Virginia Employment Commission;
  - (G) Labor Organizations (2 representatives);
  - (H) Training Director or labor representative from a joint labor-management apprenticeship program or state representatives from registered apprenticeship programs.

Not less than 20 percent of the members shall be from categories (G) and (H) above, or from community based organizations that have a demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment, including organizations that serve veterans or provide or support competitive integrated employment for individuals with disabilities or in addressing the employment, training, or education needs of eligible youth, including organizations that serve out-of-school youth.

The total membership shall be comprised of at least a 51 percent majority of private industry members. In order to maintain a majority of private industry members, it may be necessary for some jurisdiction members to have more than one private industry member. In instances where private sector membership needs to be limited due to the allocation of additional private industry members, the Consortium shall consider the relative populations of the member jurisdictions and Sub-Regions.

Subject to the limitations imposed by the mandatory representation outlined above, membership may include representatives of other agencies or community-based organizations providing regional planning, housing assistance, public assistance, educational services, employment training services, and other services and other individuals as the CEO Consortium may determine to be appropriate.

## Section 2. Term of Office

All terms shall be for three years and renewable for additional three-year terms. A local governing body may reappoint its current representative upon the expiration of that member's term; in such instances, the Board does not consider a vacancy to have occurred. Appointments to fill vacancies shall be carried out in the same manner as the original appointments. Each appointment and reappointment shall be for a full three-year term.

## Section 3. Resignation.

Members desiring to resign should inform the Board chair and executive director in writing and if possible, remain on the Board until a replacement has been appointed. The Board will coordinate with the local jurisdiction to secure a replacement within 60 days of the board member resignation. Members appointed to fill vacancies will fill out the remaining term of the vacated position and will be eligible for nomination of a full term to be approved by the CEO

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#### Section 4. Removal, Vacancies

Any member's term on the Board shall become reviewable after missing two meetings in a calendar year where previous notice of absence was not provided to staff. Removal would occur after contact with the member and notification by staff on behalf of the appointing body. A vacancy may occur by removal, resignation or when a member no longer holds the position held at the time of appointment. The Board may submit recommendations or a list of candidates to the Council for its review in filling vacancies. Excused absences will only be authorized at the discretion of the Chair, or if the Chair is unavailable, the Vice Chair. Absences prior to the adoption of these By-Laws will not be counted.

#### Section 5. Alternates.

Each member may appoint an alternate to attend meetings in his/her absence upon notification to the Board's Chairperson, Vice-Chairperson or Executive Director. Alternates shall have full rights to participate in Board discussions and vote on matters before the Board if appropriate economic disclosure and conflict of interest forms have been completed.

#### Section 6. Compensation.

Members of the Board shall serve without compensation for their service. Members, and their alternates, may be reimbursed for travel, meals, and lodging and other expenses directly related to participation in Board activities.

### ARTICLE V VOTING RIGHTS

#### Section 1. Voting

Each member of the Board, or that member's alternate, shall have one equal vote in all matters before the Board.

#### Section 2. Majority

Unless indicated otherwise in these bylaws, all actions of the Board shall be approved by a simple majority vote of the members present and voting.

#### Section 3. Quorum

The quorum for a meeting shall consist of a majority of both the private sector and public sector members or their alternates in attendance.

#### Section 4. Voting Prohibitions

A member of the Board who has a personal interest in a proposal or contract that is presented to the Board is not in violation of the Act if, in negotiating for the proposal/contract, the member does not participate in any way as a Board member and this action is set forth as a matter of public record. No member of the Board shall cast a vote on the provision of services by that member (or any organization for which that member directly represents) or vote on any matter which would provide direct or indirect financial benefit to that member. A Board member who is associated with an entity that has submitted an RFP for a contract must abstain from the discussion process as well as the voting process when that entity is presented to the Board. Willful violation of conflict of interest standards may be cause for removal from Board membership. (See Article XI on Conflict of Interest and Confidentiality.)

### ARTICLE VI

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## OFFICERS AND THEIR DUTIES

### Section 1. Officers

The Board shall elect a Chair and a Vice-Chair, and any other such officers as are deemed necessary by the Board. The Chair and Vice Chair shall be members of the business community.

Elections Term: Officers shall be elected for a term of one year to the end of the succeeding year.

### Section 2. Nomination Process

The Chairperson shall receive nominations which shall place the names of eligible and willing members in nomination for the offices of Chairperson, Vice-Chairperson. These nominations shall be distributed to all members at least two days before the meeting. The existing Chairperson and Vice-Chairperson may succeed themselves. Both the Chairperson and the Vice-Chairperson shall be elected from among the members who are representatives of the private sector. Nominations from the floor shall be allowed. Candidates for these positions shall be placed on the ballot and officers shall be elected at this meeting by a public voice vote. Vacancies occurring between election cycles should be handled by the above process, with elections being announced in advance of any meeting.

### Section 3. Duties of the Chairperson

The Chair shall coordinate Board meeting schedules and agenda items with the Board's Executive Director. The Chair is responsible for conducting all Board meetings according to *Robert's Rules of Order*. He/she shall supervise the Executive Director and direct staff actions in compliance with the wishes of the Board. He/she may direct the convening of the Board and its committees when circumstances warrant.

### Section 3. Duties of the Vice-Chairperson

The Vice-Chair shall assist the Chair in conducting Board business. In the Chair's absence, the Vice-Chair shall perform the duties of the Chair, with all the power and authority of the Chair's office. Further, the Vice-Chair of the Board shall have such duties as may be assigned by the Board.

## ARTICLE VII COMMITTEES

### Section 1. Executive Committee

#### Section 1.1 Membership

There will be an Executive Committee which shall consist of the Chairperson, the Vice-Chairperson, the chair of each standing committee and two members at-large elected annually by the Board. An effort will be made to "balance" the membership so that different regions of the service area are represented on the Executive Committee.

#### Section 1.2. Powers



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The Executive Committee shall be empowered to act on behalf of the full Board to conduct business between Board meetings and to act under unusual circumstances as determined by the Chairperson, with the affirmative vote of a majority of its members. The full Board shall be informed of any action taken by the Executive Committee at the next scheduled meeting. All members shall be notified of Executive Committee meetings and may participate in the discussion.

#### Section 1.3. Meetings

The Executive Committee shall meet on a regular basis or at the call of the Chairperson or upon written request of three or more members of the Executive Committee.

#### Section 1.4. Purpose

It shall be the purpose of the Executive Committee to make recommendations to the full Board and to assist the officers and staff of the Board in the execution of the duties established by the Board.

Standing committees. All standing committees must be chaired by a board member appointed by the CEO consortium. Standing committees may have non-board members with special expertise or backgrounds serve on the standing committee upon approval by the executive committee.

### Section 2. Finance Committee

#### Section 2.1 Membership

The Board Chair shall appoint the membership of the Finance Committee with concurrence of the Board.

#### Section 2.2 Purpose

This Finance Committee shall: Develop the budget; ensure timely monitoring of funds for accuracy; develop financial controls; prepare financial reports; and review major grants and fund expenditures. The committee shall review all audit findings and, with the assistance of staff, present those findings to the Board.

### Section 3. Operations and Performance Committee

#### Section 3.1 Membership

The Operations Committee membership shall consist of at least five board members. Working Groups may be established to address specific needs related to the workforce delivery system.

#### Section 3.2 Purpose

This committee shall provide information and assist with operational and other issues relating to the WIOA workforce delivery system; review and present draft policies and procedures for Board approval; conduct an annual review of service provider performance; develop service delivery strategy; oversee performance of the WIOA system; work with the Finance Committee as needed to ensure sound financial planning and budgeting.

### Section 4. Youth Committee

#### Section 4.1 Membership

The Board Chair shall appoint the membership of the Youth Committee, designate the committee Chair who shall be a member of the Board. Membership shall include community and education organizations with a demonstrated record of success in serving eligible youth. Appointments to membership on the committee shall give reasonable representation of each geographical area in the Board's service area.

#### Section 4.2 Purpose

The Youth Committee shall provide information and assist with planning, operational, and other issues relating to the provision of services to youth.

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## Section 5. Outreach and Awareness Committee

### Section 5.1 Purpose:

Builds relationships with key stakeholders throughout the Central Virginia community and guides strategies for delivering workforce development services in partnership with businesses, career seekers and stakeholders. Creates a consistent and relevant message on the availability of workforce services for employers, career seekers and youth in the region.

## Section 6: Talent Solutions Committee

### Section 6.1: Purpose

To make recommendations, inform, coordinate and facilitate regional efforts to improve exposure to high-demand career and entrepreneurship opportunities, along with the education and training required for entry into and advancement within a chosen career. The committee is also responsible for developing industry sector strategies and career pathways in the regional workforce ecosystem to ensure that the education and training system is delivering the skills needed by employers

The Board chairperson may appoint additional standing committees, ad-hoc committees and task forces as required.

## ARTICLE VIII MEETINGS

### Section 1. Regular Meetings

Regular meetings of the full board shall be held at least two times annually, according to the schedule published by the Chairperson, or as needed, as determined by the Executive Committee. All regular meetings shall have a predetermined agenda and associated working documents. All agenda items that are known to require a vote should be identified. A simple majority of the certified members of the Board present for the meeting shall constitute a quorum. Decisions and acts made by majority vote of the members at any duly constituted meeting where a quorum is established shall be regarded as acts of the Board except as otherwise provided by these Bylaws, Meetings may be conducted electronically via teleconferencing, digital teleconferencing, or a combination of the two methods, subject to the Virginia Freedom of Information Act. Business may be discussed or transacted through electronic communication means, provided:

- (i) a quorum is physically assembled at one primary or central meeting location,
- (ii) appropriate notice of the meeting has been provided at least three days in advance of the date scheduled for the meeting, and
- (iii) the remote locations, from which additional members of the public body participate through electronic communication means, are open to the public. All persons attending the meeting at any of the meeting locations shall be afforded the same opportunity to address the public body as persons attending the primary or central location. Notices of all regular and committee meetings shall be given to each member. Public notice will be given of all meetings no less than five (5) working days prior to the regularly scheduled meeting date. Publication of the date, time, and place on the Board website shall constitute public notice of the meeting.

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An individual member may participate remotely if that member is unable to attend due to being in a remote location, an emergency, or a personal matter. There must be arrangements for the voice of the remote participant to be heard by all persons at the primary or central meeting location. The reason that the member is unable to attend the meeting and the remote location from which the member participates will be recorded in the meeting minutes. When individual participation is due to an emergency or personal matter, such participation is limited by law to two meetings or 25 percent of the meetings of the public body per member each calendar year, whichever is fewer.

#### Section 2. Notice of Regular and Committee Meetings.

Written notice of all regular and committee meetings of the Board shall be provided to each member a minimum of three (3) days prior to the date called for the meeting. Such notices shall include a tentative agenda and a description of any matter(s) to be considered for vote at the regular meeting. The Chair shall prepare the agenda for the meeting. Public notice of the date, time, and place of the Central Virginia Workforce Development Board meetings shall be provided as required by law.

#### Section 3. Special Meetings.

Special meetings of the Board may be called by the Chair, the Executive Committee, or upon written application by at least one-fourth of members of the Board. Members of the Board shall be provided written notice of special meetings a minimum of forty-eight hours in advance of the special meeting. Such notice shall include a description of the matter(s) for which the special meeting is called. Only business specified in the special meeting notice may be considered.

#### Section 4. Executive Committee Meetings

The Executive Committee is empowered to meet and work with Board staff members, contractors, partners, and others as necessary to ensure that the Board responsibilities are completed to facilitate timely transactions. A simple majority vote of the Executive Committee is sufficient for passage of any item placed before the Committee for action. Action taken by the Committee shall be reviewed with the full Board at its next regularly scheduled meeting for concurrence.

#### Section 5. Meetings Open to the Public.

All meetings of the Board and its committees shall be open to the public. The Board shall make available to the public, on a regular basis through its open meetings, information regarding activities of the Board, including information on the Local Plan, information regarding members, and minutes of Board meetings.

#### Sections 6 Executive Session

Closed executive sessions may be used according to the provisions of the Virginia Freedom of Information Act. Such sessions may be held during or after an open meeting or may be announced for a future time. The purpose for holding a closed executive session must be announced at the open meeting either immediately prior or subsequent to the closed executive session. Official action on any matter discussed at a closed executive session must be taken at an open meeting.

#### Section 7. Compliance with Sunshine Laws

In order to comply with the Sunshine Provisions, the Board, and any of its subcommittees authorized to take official action on behalf of the Board, shall:

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1. Take official action and engage in deliberations only at meetings open to the public. “Official action” includes making recommendations, establishing policy, making decisions, and/or voting on matters of Local Board business. “Deliberations” are discussions of Local Board business necessary in order to reach decisions.
  2. Ensure that all meetings are held in an accessible location for people with disabilities and that all information is provided in accessible and alternate formats upon request.
  3. Give public notice of meetings in accordance with applicable state code provisions, including public notice in advance of any special meeting or rescheduled regular meeting. No public notice need be given of an emergency meeting called to deal with a real or potential emergency involving a clear and present danger to life or property.
  4. Ensure that votes of Local Board members are publicly cast and, in the case of roll call votes, recorded.
  5. Keep written minutes of all public meetings, including date, time and place of the meeting, members present, the substance of all official actions, a record of roll call votes, and the names of any citizens who appeared and gave testimony.

Section 8. Proceedings.

All proceedings shall follow the Robert’s Rules of Order, current edition.

Section 9. Meeting Minutes.

Minutes of the Board meetings shall be taken and shall be distributed for approval to all Board members at or before the next regular meeting of the Board.

**ARTICLE VIV**  
**STAFF**

Section 1. Staff

The Board is authorized to hire and/or contract with persons to provide administrative and/or technical support. The hiring or contracting shall be approved by the Executive Committee. The Board may employ an Executive Director who shall be hired by and serve at the pleasure of the Board.

Notwithstanding any other provision in these By-laws to the contrary, the board may compensate the Executive Director. The Executive Committee shall evaluate the performance of the Executive Director annually and establish his or her compensation at that time.

**ARTICLE X**  
**MAINTENANCE OF RECORDS**

The Board shall maintain, at its principal office, a permanent record of the minutes of all meetings of the Board and its Executive Committee. A copy of the following records shall be maintained at the Board’s principal office: bylaws and all amendments thereto; all written communications to all members over the past three years; a list of the names and business addresses of the members and officers currently serving on the Board; any written reports, studies, recommendations, plans or documents approved and adopted by the Board in the course of carrying out its duties and purposes.

**ARTICLE XI**

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## NON-DISCRIMINATION

The Board shall not discriminate against any employee, agent, provider of consulting or contract services, or against any applicant for employment, agent, or consulting or contract services on the basis of race, color, religion, sex, national origin, disability, or veteran status. It shall be the policy and practice of the Board to comply fully with federal and state laws, regulations, and requirements governing nondiscrimination, affirmative action, equal employment, and civil rights.

## ARTICLE XII CONFLICT OF INTEREST AND CONFIDENTIALITY

No official or employee of the Board authorized in their official capacity to negotiate, make, accept for approval, or to take part in the negotiating, making accepting or approving any contract or subcontract in connection with the project; shall have directly or indirectly any financial or personal interest in such contract or subcontract. It shall be against the policy of the Board for any employee or volunteer to directly or indirectly, corruptly ask, for themselves or any other person or entity in return for: being influenced in their performance of their job or position; being influenced to commit or aid in committing, or to collude in, or allow, any fraud, or to make opportunity for the commission of any fraud on the Board; being induced to do or admit to any act in violation of their official duties. *All board members and their alternates must complete an annual economic disclosure and conflict of interest statement.*

### Section 1. Voting and Conflict of Interest

Section 107(h) of the WIOA and these by-laws prohibit a member of the Board from voting on a matter under consideration by the Board when:

- A. The matter concerns the provision of services by the member or by an entity that the member represents; or
- B. The matter would provide direct financial benefit to the member or the immediate family of the member. (For purposes of this policy, immediate family means wife, husband, son, daughter, mother, father, brother, brother-in-law, sister, sister-in-law, son-in-law, daughter-in-law, mother-in-law, father-in-law, aunt, uncle, niece, nephew, grandson, granddaughter, grandparent, stepparent, stepchild, or any person residing in the same household); or
- C. The matter concerns any other activity determined by the Board to constitute a conflict of interest.

### Section 2. Appearance of Conflict

Members of the Board are expected to avoid unethical behavior in the course of performing their official duties. The Board not only expects its members to avoid impropriety, but also to avoid the appearance of impropriety whether any actually exists. Members must avoid the appearance of using their position for private gain; giving preferential treatment to any person or entity; losing their independence or impartiality in making decisions; acting in any way that might erode public confidence in the integrity of the Board.

### Section 3. Confidentiality.

All information, whether transmitted orally or in writing, that is of such a nature that it is not, at that time, a matter of public record or public knowledge is deemed confidential by the Board. Members shall not

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Section 3. Confidentiality.

All information, whether transmitted orally or in writing, that is of such a nature that it is not, at that time, a matter of public record or public knowledge is deemed confidential by the Board. Members shall not disclose confidential information obtained in the course of or by reasons of his/her membership on the Board to any person or entity not directly involved with the business of the Board.

1. No member shall use confidential information obtained in the course of or by reason of his/her membership on the Board in any matter with intent to obtain financial gain for the member, the member's immediate family or any business with which the member is associated.
2. No member shall disclose confidential information obtained in the course of or by reason of his/her membership on the Board in any manner with the intent to obtain financial gain for any other person.

**ARTICLE XIII**  
**AMENDMENTS**

These By-Laws may be amended at any regular meeting of the Board with prior written notice having been given to all members of the Board at least seven days in advance. Approval of any amendment to the By-Laws requires a simple majority vote of the members present. The By-Laws shall be effective immediately upon approval by the Board. When the By-Laws have been amended, approved and formally adopted, the history portion of the Board By-Laws should be updated with the information specified to record the nature of the change: Date Approved; Modification; and Explanation of Amendment.

**ARTICLE XIV**  
**SEVERABILITY**

If any of the provisions of these bylaws shall be found void or unenforceable for whatever reason by any court of law or equity, it is expressly intended that such provision(s) shall be severable, and the remainder of the bylaws shall remain in force and effect.

**ARTICLE XV**  
**AMENDMENT HISTORY**

**WIOA Language Change: Final approval, January 12, 2016**

**Updated name and WIOA changes** (*name change, term of membership, alternate members, committee addition and electronic meeting participation*) **July 15, 2019**

Signature:  Date: 7/24/19

**Central Virginia Workforce Development Board Chair**